

EXHIBIT B



19 of 22 DOCUMENTS

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HEADLINE: Robbins Geller Rudman & Dowd LLP Files Class Action Suit Against Groupon, Inc.

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BODY:

Robbins Geller Rudman & Dowd LLP ("Robbins Geller") (<http://www.rgrdlaw.com/cases/grouponinc/>) today announced that a class action has been commenced in the United States District Court for the Northern District of Illinois on behalf of purchasers of Groupon, Inc. ("Groupon") (NASDAQ:GRPN) common stock during the period between November 4, 2011 and March 30, 2012 (the "Class Period"), and/or who acquired shares of Groupon common stock pursuant or traceable to the Company's November 4, 2011 initial public offering ("IPO").

If you wish to serve as lead plaintiff, you must move the Court no later than 60 days from today. If you wish to discuss this action or have any questions concerning this notice or your rights or interests, please contact plaintiff's counsel, Darren Robbins of Robbins Geller at 800/449-4900 or 619/231-1058, or via e-mail at [dj@rgrdlaw.com](mailto:djr@rgrdlaw.com) If you are a member of this class, you can view a copy of the complaint as filed or join this class action online at <http://www.rgrdlaw.com/cases/grouponinc/> . Any member of the putative class may move the Court to serve as lead plaintiff through counsel of their choice, or may choose to do nothing and remain an absent class member.

The complaint charges Groupon, certain of its officers and directors and the underwriters of its IPO with violations of the Securities Exchange Act of 1934 and the Securities Act of 1933. Groupon is a local e-commerce marketplace that connects merchants to consumers by offering goods and services at a discount.

The complaint alleges that during the Class Period, defendants issued materially false and misleading statements regarding the Company's business practices and financial results. Specifically, defendants failed to disclose negative trends in Groupon's business and made false statements regarding Groupon's financial results. As a result of these false statements, defendants were able to successfully accomplish Groupon's IPO at \$20.00 per share, and subsequently Groupon's stock traded at artificially inflated prices during the Class Period, reaching a high of \$26.19 per share on November 18, 2011.

On November 3, 2011, Groupon announced the pricing of its IPO of 35 million shares of common stock at \$20 per share for net proceeds of \$658 million. As part of the Prospectus and Registration Statement issued in connection with

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the IPO and during the Class Period, defendants represented that the Company had competitive advantages which would benefit its business and reported financial results which showed dramatic growth.

Then, on March 30, 2012, after the market closed, Groupon issued a press release announcing a revision to its fourth quarter and full-year 2011 financial results, including a reduction in its fourth quarter 2011 revenue of \$14.3 million. This resulted in an increase to Groupon's fourth quarter 2011 operating expenses that reduced operating income by \$30 million, net income by \$22.6 million, and earnings per share by \$0.04. Groupon attributed the revision to a shift in the Company's fourth quarter deal mix and higher price point offers, which resulted in higher refund rates. On this news, Groupon's stock dropped \$3.10 per share to close at \$15.28 per share on April 2, 2012, a decline of 17% on volume of 10 million shares.

According to the complaint, the true facts, which were known by the defendants but concealed from the investing public during the Class Period, were as follows: (a) Groupon's financial results were materially false and misleading in violation of Generally Accepted Accounting Principles ("GAAP"); (b) Groupon's revenues were overstated in violation of GAAP; (c) Groupon's business was not growing to the extent represented by defendants and was not nearly as resistant to competition as suggested by defendants; (d) the IPO Registration Statement and Prospectus concealed that Groupon was not in compliance with the laws and regulations of some of the countries in which it operated, including the United Kingdom; and (e) Groupon's internal controls were so poor and inadequate that Groupon's reported results were not reliable.

Plaintiff seeks to recover damages on behalf of all purchasers of Groupon common stock during the Class Period and/or who acquired shares of Groupon common stock pursuant or traceable to the Company's IPO. The plaintiff is represented by Robbins Geller, which has expertise in prosecuting investor class actions and extensive experience in actions involving financial fraud.

Robbins Geller, a 180-lawyer firm with offices in San Diego, San Francisco, New York, Boca Raton, Washington, D.C., Philadelphia and Atlanta, is active in major litigations pending in federal and state courts throughout the United States and has taken a leading role in many important actions on behalf of defrauded investors, consumers, and companies, as well as victims of human rights violations. The Robbins Geller Web site (<http://www.rgrdlaw.com>) has more information about the firm.

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